

Minutes
USOPC Board of Directors Meeting
Conducted by Telephone and Videoconference
December 17-18, 2020

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on December 17 and 18, 2020 via telephone and videoconference following notice duly given pursuant to the USOPC Bylaws. Present were Susanne Lyons (Chair), Robbie Bach, Rich Bender, Cheri Blauwet, Beth Brooke, Anita DeFrantz (IOC Member, ex officio), David Haggerty (IOC Member, ex officio), Sarah Hirshland (USOPC CEO, ex officio), Bill Marolt, Vivek Murthy, Steve Mesler, Whitney Ping, Kikkan Randall (IOC Member, ex officio), Brad Snyder, Kevin White, and Robert Wood. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members joined the meeting as indicated below. The minutes were recorded by Christopher McCleary, Secretary.

December 17, 2020

USOPC staff members attending this session were Rick Adams, Katie Bynum, Morane Kerek, Bobbi McPherson, Kevin Penn, Holly Shick, Bahati VanPelt, and Kacie Wallace.

1. Call to Order

The Chair called the meeting to order at 10:00am Mountain Time.

2. Chair and CEO Welcome

The Chair welcomed members of the Board and thanked them for their time and participation at the previous evening’s online Board member social event, and reflected on the value of informal contacts and interactions for Board members especially in the current remote meeting environment. She commented on the unusual and challenging year that was 2020, for the USOPC as for so many other organizations and individuals. Reporting on news of the morning of the current meeting session, she updated the Board on the results of the Court of Arbitration for Sport’s (CAS) ruling in the years-long case involving a large-scale, state-sponsored athlete doping program carried out in Russia, noting with regret that the ruling substantially weakened sanctions initially imposed by WADA. She offered thoughts on prospects for the Olympic Games and Paralympic Games in Tokyo going forward in the current pandemic and economic environment, and growing hopes in that area. She thanked the Board in advance for its engagement and thoughts on these and other important items before the USOPC at the close of the year.

Finally, the Chair reiterated the Board’s gratitude for the energy, insight, and service of three Board members attending their last Board meeting before terming off – Robbie Bach, Bill Marolt, and Whitney Ping.

3. Operations Update, Year-End Wrap Up

At the Chair's invitation, Sarah Hirshland opened the substantive Board meeting discussions by reminding the Board of the agreed informal 'ground rules' in place for conducting successful online Board meetings, thanking Board members for their cooperation and diligence in making Board meeting time pay off maximally.

Referring to advance materials and to presentation materials for the meeting, Ms. Hirshland recapped a number of key USOPC efforts and developments of 2020, including the rollout of the organization's new mission, core principals, and values. She discussed specific accomplishments and signs of progress during the year in terms of each of the USOPC strategic priorities: Athletes First, Partner Success, USOPC Commitment to Excellences, and Global Leadership on the Road to 2028.

Ms. Hirshland summarized key issues around the planned 2021 Tokyo Olympic Games and Paralympic Games, including as to team selection and pandemic training and competition restrictions. She discussed accomplishments of the USOPF Tech & Innovation Fund and the work supported by that program and key donors participating in it. She discussed highlights of recent work on athlete support and well-being, including as to mental health support and the USOPC's first dedicated Mental Health Director. Ms. Hirshland touched on a number of continued developments in the area of athlete voice and engagement being hard wired into the USOPC's structure and governance, including the athlete-led Council on Racial and Social Justice, athlete "town hall" events, surveys, and program enhancements aimed at providing further athlete economic opportunities.

Board discussion on these items touched on a number of specific athlete issues and concerns recently expressed, including some involving the recently conducted constituent elections for athlete representatives to the Board. Board members noted that this topic would be appropriate for further conversation with AAC leadership during its visit later in the meeting.

Delving more deeply into governance and NGB oversight reforms and NGB support improvements advanced during 2020, Ms. Hirshland and other Board members discussed progress and plans generally, and in particular those affected and/or inspired by the current pandemic, including new NGB survey work to better focus on items of greatest concerns to NGBs, extensive COVID-related NGB support and resource work during 2020, and a recently implemented supplementary NGB financial support program tied to the serious challenges faced by many NGBs in the pandemic environment.

Ms. Hirshland also provided further information to Board members on a number of staff support and engagement efforts, key staff roles being filled and yet to be filled, special work on inculcating the new mission, core principals, and values in the entirety of the USOPC staff (including via a first ever all staff in-person retreat in February). She reflected on key developments and efforts related to the USOPC – LA2028 and USOPC- USOPP relationships and common goals, as well as those involved in the USOPC-IOC and USOPC-IPC relationships. Finally, she reviewed the extensive internal 2020 financial analysis and planning work completed, involving ongoing scenario planning, deep dives into specifics of the USOPF, US Olympic Endowment, key revenue and expense commitments, and possibilities for employment of borrowing and other financial arrangements to secure the USOPC's ability to continue to support its mission, athletes, and the organizations that serve them.

Further Board discussion on these topics included reflections on seizing moments like the current pandemic and economic crises as learning opportunities and springboards for difficult planning and decision making that will ultimately make the USOPC even stronger in the long run. Board members discussed staff and leadership learnings as the USOPC seeks continuous improvement on its core values: Pursuing Excellence, Serving Others, Leading Courageously, and Fostering Belonging. Board members exchanged questions and views on organizational strengths and opportunities for growth along these four lines in particular.

4. Implementing the New Mission

Next, Sarah Hirshland introduced a Board discussion on specific elements of putting the USOPC mission to work during its first year in place. She referred to the specifics of the mission, “Empower Team USA athletes to achieve sustained competitive excellence and well-being”, and reminded the Board of previous discussions on how to define the body of “Team USA Athletes” at the center of that mission. She reviewed continuing discussion and analysis aimed at defining success under the mission. She introduced USOPC Chief Strategy & Growth Officer Katie Bynum and Chief of Athlete Services Bahati VanPelt to advance the discussion further.

Ms. Bynum started by referring to advance materials for the meeting in refreshing the Board on the overall project looking at these questions. Mr. VanPelt walked the Board through the tiering approach proposed for defining and clarifying the population of athletes served by the USOPC, how the USOPC can be clear, simple, and transparent about this information, and how athletes can have clearly understand both how to achieve membership in, and what are the benefits of, the various tiers. Board members and Mr. VanPelt discussed specifics and exchanged ideas and questions about how this approach can and should blend with NGB athlete support information and approaches, differences in application for individual and team sports, support approaches for athletes winding up or experiencing interruptions to their elite sport career, and the importance of clear and accessible athlete communications on the subject. Board members discussed the importance of close work with NGBs in these matters, particularly as so much of most athletes’ experience in their sport is with and through NGBs rather than the USOPC itself. Further discussion centered on operational and coverage specifics for athlete health insurance programs and ideas for ensuring that these are configured to prioritize greatest athlete needs and concerns, while providing support to all portions of the right population of athletes.

Turning to the “what does success look like” question and progress on thinking about this, Ms. Bynum reviewed key findings and premises resulting from extensive fact gathering among athletes and NGBs. Board members delved into this area and offered thoughts and ideas about solving difficult analysis issues on the way to optimizing measures of progress and success.

5. Sport Performance

Sarah Hirshland introduced USOPC Chief of Sport Performance and NGB Services Rick Adams to update the Board on recent work and developments in the area of overall sport performance.

Mr. Adams referred to and displayed advance materials for the meeting in taking the Board through a detailed discussion on his team’s work to optimize athlete training, competition, and team qualification progress opportunities in the face of many and shifting pandemic-related challenges in the US and

around the world. Mr. Adams and Board members discussed current and potential issues in this regard, including in the areas of Training Center closures and limits, selection procedures, international competition and test event cancellations, the collegiate landscape in Olympic and Paralympic sports, and classification challenges for Paralympic athletes. Mr. Adams detailed specific USOPC efforts on a number of these fronts, with any eye on both the Tokyo and Beijing Games upcoming. He described efforts to seek and identify opportunities to provide Team USA athletes with the means to maintain and increase their international competitiveness for these events, while protecting and supporting athlete well-being and safety.

Board discussion explored the efforts described by Mr. Adams and further Board member ideas on how to take advantage of the wisdom and experience of veteran elite athletes in helping bring younger athletes along in the current environment, exploring creative and alternative means of providing athlete training opportunities while preserving safety in a pandemic environment, finding ways for Team USA athletes to connect and support each other informally, and particular issues facing athletes seeking to be at their peak performance capability for the 2021 Games in Tokyo. Additional discussion centered on Board member information and perspectives on prospects for vaccine development and availability for Team USA athletes. Board members discussed the value of staying in contact with public health authorities as appropriate, through the coming months, to identify whether, when, and how Team USA athletes can best avail themselves of vaccines when available, while ensuring complete respect for larger public priorities in terms of vaccine distribution and availability.

The Chair and Board members expressed particular appreciation for the perspectives and insights offered by Vivek Murthy on these and a host of other critical topics during 2020, sadness at the news that he is likely to have to step down from USOPC Board service in connection with renewed service as the United States Surgeon General in early 2021, and enthusiastic best wishes and support for his assuming that important role.

6. AAC Leadership Visit

At this point, AAC leadership team members Han Xiao and Chuck Aoki, and AAC Executive Director Elizabeth Ramsey joined the meeting, along with Daria Schneider who is a member of AAC and who will join the Board as an athlete representative in January.

The Chair introduced the AAC guests and invited them to share their thoughts and perspectives.

Referring to and displaying advance materials for the meeting, Mr. Xiao took the Board through AAC strengths, weaknesses, opportunities, and threats by use of a “SWOT” chart and detailed comments on a number of items in each area. In that context he commented on important items such as the need to spread helpful communications deeper into AAC membership and among NGB AAC members, build athlete awareness of and engagement with the USOPC AAC and NGB AAC’s, the positive impact of the AAC’s new professional staff support and the need to continue to integrate it into AAC activities, and the need to build on recent successes such as the Council on Racial and Social Justice and work with USADA on its new anti-doping protocol. Mr. Xiao offered further thoughts on time and resource pressures faced by volunteer-led bodies such as the AAC, positive uses of technology to facilitate athlete engagement, and on recent interactions between members of the AAC and USOPA including in connection with recently held At-Large athlete representative elections to the USOPC Board.

Board members and Mr. Xiao exchanged thoughts and questions on these and other matters, including deeper development of NGB AACs, means of enhancing AAC representative experiences; opportunities, and educational resources; and continuing to build strong communications among AAC and USOPC leadership while extending these positive communications down into the USOPC organization as appropriate. Mr. Xiao underlined the positive value of AAC Executive Director Elizabeth Ramsey in that regard, and his hope that the planned hiring of an AAC coordinator staff person to work with Ms. Ramsey will extend this value. Further discussion touched on the value of staggered terms among USOPC and NGB AAC representatives and ongoing work needed to clarify roles and practices in the USOPC, AAC, and USOPA in advancing athlete representation under the newly reformed USOPC governance structure.

The AAC guests left the meeting with the Board's thanks.

7. International Items

Sarah Hirshland opened a Board exchange on current issues in the international Olympic and Paralympic community by inviting comments from a number of Board members with particular international roles.

She opened the discussion by referring to the Board's previous discussions on issues in the anti-doping world, domestically and especially internationally, and to the ruling handed down that morning by the CAS on the years-long case involving Russian state-sponsored doping and what should be the sanctions in that matter. She described for the Board a number of areas of work undertaken in light of the previous Board discussions, and tied that work to the day's developments at CAS as the most recent example of increased USOPC action in this area: an immediate public statement drawing on preparations made in advance in light of the possibility of such a ruling being handed down.

Ms. Hirshland described the USOPC Anti-Doping Advisory Group created and activated in previous months in order to provide a forum for key members of the US Olympic and Paralympic community to review, discuss, and offer guidance to Ms. Hirshland and the USOPC in its work in the anti-doping sphere. She noted that this group had been deeply engaged in recent weeks and invited USOPC General Counsel Chris McCleary (who supports the ADAG from a staff perspective) and Board members serving on the ADAG Steve Mesler and Cheri Blauwet, to offer further information and thoughts.

Mr. McCleary reported further on progress and plans in USOPC's recent anti-doping work including enhanced and more coordinated project planning and staff efforts in a number of areas, clarification of measures and timelines for success, efforts to build stronger working relationships with domestic and international players in the anti-doping sphere, progress on sharpening and increasing agility in order to play a more direct and constructive role in the public debate on key anti-doping matters, and the contributions of ADAG. He invited further thoughts from ADAG members Mr. Mesler and Ms. Blauwet.

Ms. Blauwet and Mr. Mesler offered further thoughts on these topics and efforts, and the work of ADAG to date. Their comments touched on the helpful perspectives of ADAG members in Ms. Ms. Blauwet and Mr. Mesler offered thoughts and reflections on the value of ADAG member perspectives on this important work, in particular from ADAG athlete representative members, the need for continued work

on goal setting and agility for the USOPC in international anti-doping matters including as to independence and strong governance for WADA as the global leader in the anti-doping sphere, and thoughts about exactly what is the best role and approach for the USOPC in seeking progress in that latter area. They expressed serious disappointment in the day's CAS ruling and the resulting weakening of WADA sanctions on the parties involved in the state-sponsored doping program in Russia.

Board members engaged on these points and used the day's USOPC public statement on the CAS ruling as an example of the need for agility, clarity, and the right degree of forcefulness in engaging in the international public debate on key anti-doping matters such as this. Board members discussed the dynamics and perceptions in play among athletes domestically and internationally and among sport organizations such as the IOC, WADA, IPC, and international federations in the current Russian case and anti-doping governance in general. They discussed the interplay of the recent passage of the US Rodchenkov Act (which criminalizes under US law certain acts in furtherance of a doping programs at international sport events and extends US jurisdiction over such criminal acts internationally) with other anti-doping issues and perceptions in other countries. They exchanged views on how best to help advance clean sport in light of strongly held and inconsistent views internationally of how clean sport can best be ensured. Board members drew on direct interactions and experiences domestically and internationally in this debate and their impressions of how to balance the need to account for varying international views and priorities while also being aggressive enough in the pursuit of a strong and effective clean sport environment for US and international athletes. Closing this discussion, the Chair noted ongoing work and progress in this area and underlined the need for further progress.

Next, the Chair invited Sarah Hirshland to provide the Board with a briefing on prospects for a future US bid to host the Olympic Winter Games. Ms. Hirshland refreshed the Board on previous discussions about these prospects and the general agreement that any such bid is planned to involve Salt Lake City and the bid leaders in that city currently reviewing and considering possibilities. She described recent discussions with those individuals and other organizations whose interests may be most powerfully impacted by any such bid in the near-term (that is, within the next several years). She reviewed a number of key considerations revealed or sharpened during such conversations, as they may impact Team USA athletes, the USOPC, and NGBs. Board members discussed these and other specific considerations, and exchanged ideas about potential timing and approach for a future US bid. There was general agreement that continued analysis and discussions were in order, and Ms. Hirshland indicated that further updates in the matter would be included in future Board meetings during 2021.

The Chair updated the Board on the recently held "Summit" meetings held by the IOC and a number of key players in the international Olympic community, which included discussions on current topics such as anti-doping, IOC Rule 50 restrictions on athlete demonstrations at the Games, and other issues likely to play significant roles at the Tokyo Games. She reported on strong feelings expressed by the IOC and a number of other attendees about positions recently taken by the USOPC on these topics. Board members discussed these items and exchanged thoughts on how best to pursue them in a way best calculated to advance athlete rights and protections at the Games, which all parties agree are vital but not all agree on how to achieve. The Chair also updated the Board on recently completed meetings of the Panam Sports General Assembly, and reported that she had been named to the Panam Sports Executive Board. Board members expressed their support and congratulations on her joining that important element of an important Olympic and Paralympic organization.

Anita DeFrantz updated the Board on other recent developments at the IOC, including as to a recent resolution of the United Nations supporting the IOC's conduct of the Olympic Games in the cities currently planned and the overall importance of the Olympic Games to international peace and comity. In that light, she and other Board members discussed recent developments and expressions of concern about the Beijing location of the 2022 Olympic Winter Games as juxtaposed with international concerns about human rights issues currently in play in China. Board members further discussed ways and means for the USOPC to navigate these issues in order to best support and protect the rights and opportunities of Team USA athletes.

Kikkan Randall reported on the most recent work of the IOC Athletes Commission and on its meeting earlier in the week. She touched on issues being discussed in areas of human rights, athlete protests, and how these should be addressed in a Games environment. She indicated that this work and discussion is ongoing.

Cheri Blauwet provided the Board with information about recent developments at the IPC and with the IPC Medical Committee. She indicated that the IPC and its Athletes Council were wrestling the Games-time athlete demonstration issues implicated by IPC Rule 2.2 (a counterpart to IOC Rule 50) in much the same way the IOC is, and that more work and discussion were needed in that area. She noted progress in free-to-air Paralympics programming availability planned for Africa in coming years, in mental health support to Paralympic athletes during and after Games-time, and in other items currently being pursued by the IPC in its role at the head of the international Paralympic community.

David Haggerty commented for the Board on recent IF developments and in particular the work of an IOC working group on increasing numbers of female coaches internationally.

Finally, Steve Mesler briefed the Board, including via presentation materials, on the early work of a newly formed NGB International Relations Task Force, whose aim is to elevate and optimize the contributions of US members of international sport organizations such as NGB members of IFs and to seek and develop opportunities for more such US participants. He discussed the group's aims to ensure these US members of international sport organizations are ready and able to activate their international roles in the interests of clean sport, level playing fields, and good governance at all levels of sport. Mr. Mesler and other members of the Board exchanged thoughts and ideas about areas for further discussion and focus by this group, the great value of its aims overall, the people currently involved in the group, and related efforts that can be taken by the USOPC and NGBs in pursuit of the same aims.

8. Brand and Marketing

Turning to a discussion on current work in the areas of branding and marketing, Sarah Hirshland introduced USOPC Chief Strategy and Growth Officer Katie Bynum to update the Board and lead discussion.

Ms. Bynum referred to advance meeting materials in briefing the Board on a number of efforts including a brand architecture review and update project and an athlete-focused public communications work, and the way the anticipated Games calendar may affect these and other efforts, providing special challenges and opportunities. She discussed ongoing planning and discussion internally and with the LA 2028 Organizing Committee on how the USOPC and LA2028 work together and severally in coming years

can positively impact the Team USA brand in particular. Board discussion on these topics delved into the USOPC-LA2028 relationship and agreements in the areas of branding and revenue generation, different factors that come into play for USOPC brands and LA2028 brands, the need to take into account the needs and perceptions of the general public as well as most-interested community members such as Congress, athletes, NGBs, and other sport organizations, and joint work among USOPC brand and strategy teams on issues such as these.

Ms. Bynum closed by showing the Board a draft “We Are Team USA” video focused on athletes and their feelings and experiences, planned for release during 2021.

9. Recess

The Chair thanked the Board for the day’s energy, engagement, and insights, inviting Board members to recharge for a busy session the next day.

The meeting was put into recess at approximately 2:50pm.

December 18, 2020

10. Meeting Resumption

At 10:00am Mountain Time the Chair called the meeting back into session.

Vivek Murthy was unable to attend the day’s meeting session. USOPC staff members attending this session were Rick Adams, Katie Bynum, Bobbi McPherson, Kevin Penn, Holly Shick, Bahati VanPelt, and Kacie Wallace.

11. AOC Leadership Visit

Joining the meeting at this time was Affiliate Organizations Council Chair Bob Meserve, welcomed by the Chair and other Board members.

Sarah Hirshland introduced the conversation, recapping for the Board the recent USOPC Bylaws updates relating to the AOC (until December 2020 called the Multi-Sport Organizations Council) that came out of overall USOPC governance reform efforts, and how these AOC updates clarified the relationship between the USOPC and Affiliate Organizations and provided a moment well-suited to rethinking the AOC, its aims, and its approach. She thanked Mr. Meserve for his diligent work on these issues, both in terms of helping with the governance reform work and seeking to take advantage of the opportunity to drive the AOC into a clearer and more impactful position as a USOPC council.

Mr. Meserve thanked the Board for the chance to connect and hold an open discussion on AOC and Olympic and Paralympic community matters in general. For the benefit of those Board members whom he did not already know, he reviewed his deep experience in adaptive sport and sport organization leadership that led to his role as AOC Chair, and refreshed the Board on the widely diverse organizational members of the AOC overall. He noted AOC mission update work he had been leading in the time before the current round of USOPC governance reform, progress made in that work, and the way that work naturally feeds the current AOC planning and governance work underway. In that regard, he noted his appreciation for the USOPC staff support provided in recent years.

Going into deeper detail on his work reviewing and updating AOC governance, Mr. Meserve reviewed key elements being considered and fashioned including as to what sport organizations should be members of the AOC, what their rights and responsibilities should be, and how and where the AOC should add to the work of the other USOPC councils and the organization overall. Board members and Mr. Meserve discussed these points and other thoughts and ideas for the AOC, including a thorough discussion on what should be the obligations of organizations admitted as AOC members in the area of athlete safety and SafeSport specifically. Board members agreed generally that this particular question presented complexities worthy of further clarification, while the starting place must be that all sport organizations should strive to uphold and protect the principles of SafeSport whether or not they are under the jurisdiction of the US Center for SafeSport.

Board members and Mr. Meserve discussed other logistical and practical tasks before the AOC, and other USOPC governance and leadership roles that might be played by members of the AOC, for example on the USOPC Paralympic Advisory Committee.

In closing, Mr. Meserve referred to advance materials for the meeting in summarizing recent AOC work in updating its Bylaws in order to bring them up to date with the new AOC name and other new USOPC Bylaws language regarding the AOC. He noted that with these simple and fundamental changes made, the AOC could turn its attention to the further and more substantive Council changes and improvements that might be suitable. Mr. Meserve asked the Board to consider approving the updated AOC Bylaws as submitted.

After brief additional discussion, and on a motion duly made and seconded, the Board approved the revised AOC Bylaws as set out in the advance materials for the meeting.

With the Board's thanks, Mr. Meserve left the meeting.

12. Governance Topics

Sarah Hirshland introduced a discussion on the USOPC's continuing work on governance and structural reform, as well as its implementation of the requirements set out in the amended Ted Stevens Olympic, Paralympic and Amateur Sports Act under the previously discussed and recently enacted Empowering Olympic, Paralympic and Amateur Athletes Act of 2020.

David Haggerty joined the day's session during discussion on this topic.

12.1 Phase 3.1 Bylaw Reforms

Ms. Hirshland asked USOPC General Counsel Chris McCleary to open the governance reform discussion. Referring to advance materials for the meeting and refreshing the Board on the work of the Governance Reform Working Group made up of USOPC and constituent group leaders and its three "Phases" of Bylaw updates in the past year, Mr. McCleary described the Group's careful and collaborative crafting of a small "Phase 3.1" set of specific amendments to the USOPC Bylaws as part of the ongoing governance reform work among the USOPC and NGBs. He referred to the working group's specific proposals in that regard, and how they would serve to bring the Bylaws into sync with recent legislation to be discussed

by the Board next and also take into account certain comments received from members of the US Olympic and Paralympic community since the time of enactment of the “Phase 3” Bylaw updates approved earlier in 2020.

Board members and Mr. McCleary exchanged further ideas and questions around recent and potential future Bylaws updates and the particular elements of this “Phase 3.1” update, including the importance of promptly introducing Bylaws language indicated by the new federal legislation. Board members discussed in particular the specific recommendations of the Governance Reform Working Group as reflected in the advance materials, including two items raised by NGB leaders as possible updates but not supported by the Working Group, including because the subject matter of these suggestions could be handled on a case-by-case basis via the transparent exception process contemplated in the USOPC Bylaws as amended in the recently enacted “Phase 3” update.

After this discussion, Board members expressed support for the recommendations of the Governance Reform Working Group and posting of the “Phase 3.1” package of amendments to the USOPC Bylaws as set out in the advance materials for the meeting, for public review and comment consistent with Bylaws requirements and potential future Board action.

12.2 Congressional Update

Next, Sarah Hirshland opened a briefing on the enactment of the Empowering Olympic, Paralympic and Amateur Athletes Act of 2020, and the organization’s work to prepare for implementation of necessary governance and policy adjustments in order to comply fully with the Act’s requirements.

In that light, Chris McCleary noted that in addition to the “Phase 3.1” Bylaw edits previously discussed by the Board, that implementation would include policy updates and work with both NGBs and the US Center for SafeSport. Ms. Hirshland added that USOPC work under the new legislation would include being supportive of and responsive to the to-be-configured and launched Commission on the State of U.S. Olympics and Paralympics (the “Commission”) created under the new law to review the USOPC as an organization and the US Olympic and Paralympic Movement overall.

On the subject of this commission, Ms. Hirshland introduced USOPC Vice President, Government Relations Desiree Filippone to provide the Board with an update on the planned scope or work for, and potential makeup of, the commission. Ms. Filippone reviewed available information about commission composition and aims, and discussed with Board members the practicalities and likelihoods on these. Further discussion among Ms. Filippone and Board members focused on the how and when the USOPC can best be supportive of the work of the commission and derive maximum learnings from its process and findings. Board members shared ideas and suggestions in this regard, and Ms. Hirshland promised updates from staff during future Board meetings.

13. Athlete Marketing

Next, Sarah Hirshland launched a Board review and discussion on progress and prospects for the planned USOPC Athlete Marketing Platform (AMP). Referring to previous Board discussions on the topic, she updated the Board on further developments in planning and consensus building with athlete and NGB leaders and advocates. She noted a number of strongly expressed and sometimes conflicting views among these interested parties, as to how the AMP program can best benefit athletes while also respecting NGB marketing and sponsorship rights and needs. She described difficult conversations with

interested parties, and progress beginning to come from them, all of which can help fine tune the USOPC AMP approach and planned pilot implementation in coming months. She reflected on the overall atmosphere around athlete economic needs and opportunities permeating Olympic, Paralympic, and collegiate sport, and the need for the USOPC to have the courage to lead thinking and progress on these important issues, as well the role AMP can play in that regard.

Board discussion on this topic delved into a number of the particular issues and concerns raised by different interested parties, with thoughts and ideas exchanged about addressing and balancing the fundamental issues inherent in them. Board members reflected on the importance of ensuring that AMP serves to expand opportunities rather than shift them, of ensuring that real benefits from AMP come to athletes who may otherwise face difficulties in finding ways to generate economic benefits from their sporting fame and achievements, and alternative means for addressing these issues. Spirited exchanges of views from different athlete and NGB perspectives touched on these and other items facing the Olympic and Paralympic community, collegiate sport, and amateur athletes in general. Board members discussed the importance of, and means to be used for, generating useful data during piloting of AMP so that this innovative program can be adjusted and improved based on actual results, which can be hard to predict fully.

Relatedly, Board members exchanged thoughts and views on NGB concerns revealed during AMP discussions that go past the substance of the AMP pilot itself and into the realm of how, when, and where important new programs such as AMP are discussed and vetted with NGBs, athlete leaders, and other members of the Olympic and Paralympic community. Board members reflected on the importance of timely and effective collaboration in this regard, and of having the courage to lead and move quickly in areas where a disruptive approach may prove to be necessary in better serving Team USA athletes.

14. Executive Session, Committee and Advisory Council Reports

Attending members of USOPC staff now left the meeting.

14.1 Litigation Report

Chris McCleary offered the Board a privileged and confidential briefing on current litigation matters. In particular he updated the Board on previously-discussed mediated settlement negotiations and the bankruptcy plan filed by USA Gymnastics related to the group of litigation cases involving USAG, the USOPC, and a number of other entities and individuals, brought by victims and survivors of sexual abuse involving Larry Nassar and others in the sport of gymnastics. Mr. McCleary discussed the ongoing process related to that bankruptcy plan and on likely next steps. Further reports concerned other litigation and investigatory matters, as well as ongoing efforts to ensure that the USOPC can secure high quality legal representation in important matters at a reasonable cost.

Mr. McCleary also referred to most-recent work of the Board's working group on current litigation and its engagement in further details on the cases underway. He noted that Robbie Bach and Whitney Ping were stepping off of that working group as they finish their terms with the Board and expressed the organization's gratitude for this extra Board service, and that Brad Snyder had already agreed to join the group for 2021.

14.2 Committee and Advisory Council Reports

14.2.1 Finance Audit and Risk Committee

USOPC Finance Audit and Risk Committee Chair Beth Brooke reported on the Committee's recent work and most recent meeting, during which the Committee reviewed in detail the USOPC budget for the upcoming Olympic and Paralympic quadrennium, including as to the 2021 portion of that budget, all in light of the unusual three-Games 2021-2024 quadrennium and of the following quadrennium's culmination in a US-hosted Olympic and Paralympic Games. She confirmed that the Committee recommended Board approval of the 2021 budget as proposed. She also discussed ongoing Committee discussions on risk management and evaluation work, and on the Committee's proper role in connection with different elements of that work. She closed by commending the work of USOPC staff in managing an unprecedented workload in creating, evaluating, and executing on needed financial tasks during the very challenging year of 2020, which work was completed in spite of staff depletions resulting from the necessary restructuring completed in the first half of the year.

14.2.2 Ethics Committee

Ethics Committee Chair Anita DeFrantz discussed that committee's recent work, which included a number of significant projects including two investigations directly overseen by the Committee. She reported on the outcome of the first of these and progress on the second, and reflected on learnings derived from both of the matters that can help strengthen governance within the USOPC councils and USOPA in particular. She also reported that the Committee had determined to further sharpen and clarify its own procedures in managing matters such as the ones discussed, and had recommended minor updates to the USOPC Outside Work Policy in its recent meeting as well.

Finally, Ms. DeFrantz noted the importance of fully engaged and available Ethics Committee members in the current and coming times, where more projects may well present themselves. In this regard, she discussed difficulties of one current member of the Committee in particular, Doug Brien, in being able to engage and attend to recent Committee work and meetings given other commitments. She and other members of the Board discussed this issue and alternatives to resolve it. She expressed gratitude for Mr. Brien's service on the Committee and underlined the need to resolve the current difficulty.

After this discussion and on a motion made and duly seconded, the Board voted to accept the deemed resignation of Doug Brien from the USOPC Ethics Committee pursuant to Section 5.5 of the USOPC Bylaws, and asked the Nominating and Governance Committee to begin work on identifying and seating a new member of the Ethics Committee in his place.

14.2.3 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Susanne Lyons updated the Board on discussions at the Committee's most recent meetings including on athlete mental health programs in place and being developed, the work of the Council on Racial and Social Justice and follow up work coming out of its recommendations, sport performance matters, athlete medical support matters, and an annual review of the performance of Athlete Ombuds Kacie Wallace including based on input from AAC leadership, in line with Ms. Wallace's reporting structure to the Committee under the USOPC Bylaws. She noted that the Committee had held what would be its last sessions on NGB compliance matters, which are slated to be managed going forward by the new USOPC NGB Oversight & Compliance Committee.

14.2.4 Paralympic Advisory Council

Paralympic Advisory Council Chair Cheri Blauwet provided the Board with a briefing on PAC work and its most recent meeting, during which it discussed the AMP program with Katie Bynum and continued to drive forward efforts aimed at raising awareness of the Paralympics in general. She noted planned updates to the PAC Charter planned for Board review at its next meeting, and that these would include structural alterations to ensure that the PAC complies with new athlete representation requirements while also keeping overall size manageable and effective.

14.2.5 Nominating and Governance Committee

USOPC Nominating and Governance Committee Chair Robbie Bach updated the Board on the extensive 2020 work of that committee, driven in a host of ways by structure and governance changes being implemented in connection with ongoing USOPC governance reform work. He described midterm and re-election Board member reviews conducted, Committee plans and discussion on new and expanded Board member onboarding activities to be carried out for the six new Board members joining in 2021, and Committee discussions with soon-to-be Committee Chair Gordon Crawford, set to take Mr. Bach's seat on the Committee as he assumes a Board seat as one of these six.

Turning to further 2021 work for the Committee, Mr. Bach referred again to the likely coming search for a new independent Board member to serve the balance of Vivek Murthy's term. In that regard, he reminded the Board of the Board member capabilities worksheet used by the Committee to track and analyze Board strengths and weaknesses in various areas of key Board member expertise and backgrounds. He noted that this worksheet would need to be updated to reflect the new members of the Board, and indicated that the worksheet would shortly be provided to all Board members (including the new members joining in January 2021) for review and updating as appropriate.

14.2.6 Collegiate Advisory Council

Kevin White offered comments on the ongoing work of the Council, noting that it was now in its third year of work. He reflected on the Council's real progress in driving USOPC-NCAA progress on issues important to collegiate athletes especially in Olympic and Paralympic disciplines, and expressed appreciation for the positive work and accomplishments of the CAC's standing committees: The Messaging Committee chaired by Sandy Barbour, the Pathway Committee chaired by Bob Bowsby, and the Membership Committee chaired by Bubba Cunningham. Finally, he updated the Board on the work of a CAC think tank group, led by Scott Strickland.

14.2.7 Compensation Committee

At this point, Sarah Hirshland left the meeting.

Compensation Committee Chair Bob Wood briefed the Board on the most recent work of that Committee, including on the 2021 USOPC staff compensation and incentive plans as configured to achieve organizational retention and operational goals while also reflecting the current economic difficulties affecting the USOPC and the US Olympic and Paralympic community overall. Board members discussed the particulars of these plans and how they seek to balance all the considerations and circumstances involved.

Next, Mr. Wood turned to the Committee's annual performance review and compensation recommendations for Sarah Hirshland. He went through specific areas of feedback, including her areas of accomplishment and opportunities for further growth as reflected during 2020. The Chair offered her further particular thoughts on Ms. Hirshland's performance based on extensive and close work together throughout the year. Board members exchanged additional thoughts and feedback on this topic and expressed general support for the Committee's approach.

After this discussion, the Board voted to approve all the Committee's recommendations as to USOPC staff compensation and incentive plans for 2021, and as to Ms. Hirshland's performance review and compensation details, as presented by Mr. Wood at the current meeting.

15. NGBC Leadership Visit

Joining the meeting at this point was NGB Council Chair Pat Kelleher and Vice Chair Li Li Leung. Rejoining the meeting at this time were members of USOPC staff attending the day's session.

Sarah Hirshland welcomed Mr. Kelleher and Ms. Leung and invited them to share their plans and perspectives as they have complete their first few weeks as elected NGBC leaders. Mr. Kelleher and Ms. Leung offered their initial thoughts about leading the NGBC and their aspirations for the group going forward. They reflected on the tireless and valuable efforts of the recently departed NGBC Chair Max Cobb, and outlined their near-term plans to arrange for more NGB leaders to play roles in NGBC leadership and work, in order to tackle the many and growing matters that need NGBC attention and input. Mr. Kelleher described early work underway on reviewing and considering changes to NGBC practices and governance arrangement as well.

Turning to a discussion of current and pressing issues facing NGBs and the NGBC, Mr. Kelleher and Ms. Leung started by offering thoughts and perspectives on athlete service and economic pressures continuing to come out of the COVID pandemic, including as to NGB membership, events, and sponsorship support, as each of these impact NGB viability differently in the case of different NGBs. In that regard, they reflected on a point of differentiation for NGB missions as against that of the USOPC: A constant focus on grassroots sport growth and participation. They exchanged thoughts and ideas in this area with Board members and underlined the importance of continued NGB ability to encourage sport participation and growth at the grassroots level, for the future of Olympic and Paralympic teams and for Americans overall.

Ms. Leung continued the conversation by picking up the theme of the planned USOPC AMP pilot and program, and concerns felt by numerous NGBs about the possibility that this program may have a damaging downstream effect on NGBs. She described NGB conversations about hopes that AMP would increase the total pool of sponsorship income available to athletes and NGBs both rather than reallocating existing opportunities, and the initial difficulties and recent progress in USOPC-NGB discussions on concerns such as these. Ms. Hirshland recapped elements of the Board's discussion on the same topic earlier in the current meeting, and there was general agreement the progress was being made in collaborative consideration and action on AMP.

Further discussions among Mr. Kelleher, Ms. Leung, and members of the Board concerned developments and challenges in the area of SafeSport and with the US Center for SafeSport, NGBC plans to sharpen and streamline their interactions with the Center on seeking improvements, challenges in

attracting and retaining athlete representatives in all the NGB areas of governance required under the USOPC's recently enacted governance reforms, and recent USOPC steps to provide NGBs with additional financial and other support in the current challenging environment.

Mr. Kelleher offered his thanks and best wishes to the Board as he departed the meeting for another commitment, and Ms. Leung offered the Board a review of the recently completed Tokyo trip taken by USA Gymnastics and a number of elite gymnasts to engage in international competition that served in part as an arena for Japanese authorities to test and execute safe competition and travel procedures in the current pandemic environment.

With the Board's thanks, Ms. Leung left the meeting as well.

16. Board Operations Items

Next and at the Chair's invitation, Mr. Bach noted that Cheri Blauwet's four-year term on the Board was reaching its end on December 31, 2020, and that she is eligible for re-election to a second term. He reported that Ms. Blauwet had expressed a willingness to serve a second term.

Ms. Blauwet left the meeting.

Mr. Bach described the Committee's execution on the USOPC's new Board member re-election evaluation process, including input from other Board members and from Ms. Blauwet herself. He described a useful feedback session held with Ms. Blauwet during which she, Mr. Bach, and the Chair discussed Ms. Blauwet's strengths as a Board member and opportunities for further growth in that respect, and reported on the strongly positive input received from other Board members.

On a motion duly made and seconded, the Board voted to re-elect Cheri Blauwet to a second four-year term as an independent member of the Board.

At the Chair's invitation, Ms. Blauwet rejoined the meeting and received the news of her re-election along with congratulations and thanks from the Chair, Mr. Bach, and other Board members.

Next, and referring to advance materials for the meeting, Chris McCleary recapped 2021 Board committee assignments set by the Chair, and certain new Board member onboarding activities planned to take place during the first quarter of 2021 so that the six new members of the Board are well prepared to engage and contribute to the Board's work beginning in March 2021.

17. Administrative Items

At the Chair's invitation, Chris McCleary addressed a number of administrative items for Board awareness and action.

17.1 Policy Update

First, Mr. McCleary referred to advance materials for the meeting in describing a set of proposed amendments to the USOPC National Anti-Doping Policy, which amendments are necessitated by the new 2021 WADA Code on anti-doping. He reminded the Board that the USOPC is a signatory to the WADA Code and that the proposed amendments would keep USOPC policy in line with WADA's approach globally. He described the process by which these proposed amendments were designed,

vetted, revised, and finalized with the work of a cross-functional team as well as consultation with USADA and WADA both.

Board members referred to earlier discussions on the USOPC's approach on anti-doping matters and the role of the USOPC National Anti-Doping Policy in that landscape.

After this discussion, and on a motion duly made and seconded, the Board voted to approve the USOPC National Anti-Doping policy as revised and included in the advance materials for the meeting, with effect on January 1, 2021.

17.2 Approval of Minutes

Referring again to advance materials for the meeting, Mr. McCleary asked the Board for discussion and potential approval of the draft Board meeting minutes for the Board's meetings of October 7/8, October 10, November 9, and December 3, 2020.

In discussing approval of these minutes, Board members continued earlier discussions on the appropriate manner and means for the USOPC to help advance the fight for clean sport and against doping domestically, including with reference to a motion discussed during the Board's meeting of October 10 and reflected in the minutes for that meeting.

On a motion duly made and seconded, the Board voted to approve the draft October 7/8, October 10, November 9, and December 3 meeting minutes included in the advance material for the meeting.

17.3 Board Meeting Timing

Finally, Mr. McCleary and members of the Board discussed upcoming Board meeting timing and logistical plans. Mr. McCleary indicated that the Board's planned March 2021 meeting timing might possibly be affected by developing IOC plans for timing of its Executive Board meetings in March. He promised to keep the Board apprised of any such developments.

18. 2021 Budget

Sarah Hirshland introduced USOPC Chief Financial Officer Morane Kerek to update the Board on USOPC budget matters and plans, with a particular focus on the 2021 budget. Ms. Kerek referred to advance materials and presentation slides for the meeting in reviewing COVID effects on the budget for the 2017-2020 Olympic and Paralympic quadrennium coming to an end, and on planned budgets for the 2021-2024 quad about to begin. She and Board members discussed particular revenue and expense items involved, including under the USOPC's agreements with NGB and the IOC. Further discussion reviewed scenario planning on these and other points in putting together budget plans and contingencies, including how currently likely scenarios must and will not contemplate any reduction in athlete support but that in a Games cancellation scenario, all current budget plans and contingencies would be revisited. Concluding the discussion, the Chair again thanked Ms. Kerek, USOPC Chief of Business Operations Kevin Penn, and other USOPC staff for the extra work and diligence in creating careful and comprehensive plans, scenario analyses, and safeguards under all the circumstances.

After this discussion and on a motion duly made and seconded, the Board voted to approve the USOPC 2021 budget as set out and proposed in the advance materials for the meeting.

19. New Business

Board members exchanged final thoughts on several of the discussion items from the current meeting and the Chair thanked them again for the extra time and energy Board members contributed to leading the USOPC in recent weeks and throughout 2020.

20. Adjournment

There being no further business, the meeting was adjourned at 3:00pm.

This document constitutes a true and correct copy of the minutes of the December 17-18, 2020 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

A handwritten signature in blue ink, appearing to read "C. McCleary".

Christopher McCleary
Secretary

January 31, 2021
Date